

FISCHER PORTER CALIGUIRE & THOMAS, P.C.
440 Sylvan Avenue, Suite 130
Englewood Cliffs, NJ 07632-2707
(201) 569-5959
FAX: (201) 871-4544
Attorneys for Performance Team Freight Systems, Inc.

FILED
JAMES J. WALDRON
DEC 28 2000
U.S. BANKRUPTCY COURT
NEWARK, N.J.
DEPUTY

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

-----X Chapter 11
In re :
Case No. 00-39548 (NLW)
Telebrands Corp. :
Hearing Date: December 29, 2000
Debtor. : Time: 10:00 a.m.

-----X

**Performance Team Freight Systems, Inc.'s Objection
to Approval of the Debtor's Disclosure Statement
and Confirmation of Second Amended Plan of Reorganization**

Performance Team Freight Systems, Inc. ["Performance Team"], as a creditor of Telebrands Corp., ["Debtor"], objects to approval of the Debtor's Second Amended Disclosure Statement ["Second Disclosure Statement"] and its proposed Second Amended Plan of Reorganization ["Second Plan"].

The Second Disclosure Statement and Second Plan should be modified as described below:

(1) Debtor fails to provide any means by which Administrative claims are to be made. As Performance Team has a substantial administrative claim against the Debtor's estate, the plan is deficient in failing to provide Performance Team with the means by which to assert its claim.

(2) The Debtor estimates administrative claims against the estate will total

216

approximately \$275,000. However, as of the filing of its Proof of Claim, Performance Team's claims alone were approximately \$382,632.90, representing two months' storage charges (October and November) for Debtor's inventory at \$191,316.45 per month. These charges do not include the expense of storing the Debtor's inventory during December. A copy of Performance Team's Proof of Claim is attached hereto as **Exhibit A**.

(3) Lastly, on November 17, 2000, Performance Team, the Debtor, and the other parties, entered into a settlement agreement which was set forth on the record and so ordered by the Court. Pursuant to the Court's Order, the automatic stay was modified permitting Performance Team to sell the Debtor's inventory stored in Performance Team's warehouse and further permitting Performance Team to keep the sales proceeds to be applied against its pre-petition claims. The debtor's Second Plan fails to address this relief. Moreover, the reference in Debtor's Second Plan to Rosenthal's "Security Agreement" [page 10, paragraph 4.3(A)], Azad's "loan documents" [page 11, paragraph 4.4(A)] and Bax' "liens securing such Claim" [page 12, paragraph 4.5(A)], raise the presumption that each of these secured creditors have a security interest in the inventory stored in Performance Team's warehouse. If this is the case, then, to the extent of their secured interest in the warehoused inventory, the secured creditors' interests are inconsistent with the terms of the modification of the stay. Debtor fails to address this at all. In fact, the Debtor fails to address any of the inventory at all, other than to list approximately \$125,000 inventory on Schedule B, "Liquidation Analysis," of the Second Disclosure Statement

Wherefore, Performance Team respectfully requests that the Court modify or deny approval of the Debtor's Second Disclosure Statement and Second Plan.

Dated: December 27, 2000

Fischer Porter Caliguire & Thomas, P.C.
Attorneys for Performance Team Freight
Systems, Inc.

By: 

Reeva Forst, Esq.

FISCHER PORTER CALIGUIRE & THOMAS, P.C.
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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

-----X Chapter 11
In re :
Case No. 00-39548 (NLW)
Telebrands Corp. :
Debtor. :

-----X

Reena Forst, being of full age, respectfully certifies as follows:

1. I am an associate of the law firm of Fischer Weisinger Caliguire & Porter, attorneys for the creditor, Performance Team Freight Systems, Inc.
2. All counsel on the attached service list have been served with a copy of Performance Team Freight Systems, Inc.'s Objection to Approval of the Debtor's Disclosure Statement

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are wilfully false, I am subject to punishment.

Dated: December 28, 2000



Reena Forst, Esq.

Service List

| Party | Attorney |
|-----------------------------|--|
| U.S. Trustee | Donald F. McMaster, Esq. One Newark Center Suite 2100 Newark, New Jersey 07102 T/P: (973) 645-3014 Fax: (973) 645-5993 |
| Telebrands Corp. | Jeffrey D. Prol, Esq. Lowenstein Sandler, PC 65 Livingston Avenue Roseland, New Jersey 07068-1971 T/P: (973) 597-2490 Fax: (973) 597-2491 |
| First Union National Bank | Warren Martin, Esq. Dennis O'Grady, Esq. Riker, Danzig, Scherer, Hyland & Peretti, LLP Headquarters Plaza 1 Speedwell Avenue Morristown, New Jersey 07962 T/P: (973) 538-0800 Fax: (973) 538-1984 |
| Columbia TriStar Television | Carole Neville, Esq. Pryor, Cashman, Sherman & Flynn 410 Park Avenue, 10th Floor New York, New York 10022 T/P: (212) 421-4100 Fax: (212) 326-0806 |
| Rosenthal & Rosenthal | Stuart Komrower, Esq. Cole, Schotz, Meisel, Forman & Leonard, PA 25 Main Street Hackensack, New Jersey 07601 T/P: (201) 489-3000 Fax: (201) 489-1536 |
| W.J. Byrnes & Company | Alan A. Greenberg, Esq. Drummy, King, White & Gire PO Box 5080 Costa Mesa, CA 92628-50890 T/P: (714) 850-1800 Fax: (714) 850-4500 |

| | | |
|-------------------------------|---|---|
| Mark Krull and Greg Welte | Phillip Bohl, Esq. Gray, Plant, Mooty, Mooty & Bennett 3400 City Center 33 South Sixth Street Minneapolis, MN 55402 T/P: (612) 343-2800 Fax: (612) 333-0066 | Richard M. Meth, Esq. Herrick Feinstein, LLP Two Penn Plaza Newark, NJ 07105 T/P: (973) 274-2000 Fax: (973) 274-2500 |
| Lloyd & Ulman, Inc. | Jack Zakim, Esq. Kleeblatt, Galler & Abramson Zakim & Davidson 25 Main Street Hackensack, New Jersey 07601 T/P: (201) 342-1800 Fax: (201) 342-1848 | |
| West Teleservices Corporation | Sheila E. Duggan, Esq. Morgan, Lewis & Brockius, LLP 101 Park Avenue New York, New York 10178 T/P: (212) 309-6393 | 502 Carnegie Center Princeton, NJ 08540 T/P: (609) 919-6600 Fax: (609) 919-6639 |
| VT, Inc. | John R. Morton, Esq. 110 Marter Avenue Moorestown, New Jersey 08057 T/P: (856) 866-0100 Fax: (856) 722-1554 | |
| Terry Groff Bax Global | Joel Applebaum, Esq. Pepper Hamilton LLP 100 Renaissance Center, Suite 3600 Detroit, MI 48243 T/P: (313) 259-7110 Fax: (313) 259-7926 | |
| Azad International, Inc. | Ben H. Becker, Esq. Becker Meisel, LLC Eisenhower Plaza II 354 Eisenhower Parkway, Suite 2800 Plaza 2 Livingston, New Jersey 07039 T/P: (973) 467-8889 Fax: (973) 467-8893 | |

| | |
|----------------------------------|---|
| Unsecured Creditors Committee | Howard Greenberg, Esq. Ravin, Greenberg & Marks, PA 101 Eisenhower Parkway Roseland, New Jersey 07068-1028 T/P: (973) 226-1500 Fax: (973) 226-6888 |
| Personal Counsel to Ajit Kuhbani | Barbara M. Pizzolato, Esq. Barbara M. Pizzolato, PC 300 Vanderbuilts Motor Parkway PO Box 2002 Suite 200 Hapague, New York 11788 T/P: (631) 242-5836 Fax: (631) 242-5867 |
| Wind Hung Printing Co. | Lisa S. Bonsall, Esq. McCarter & English, LLP Four Gateway Center 100 Mulberry Street Newark, New Jersey 07102 T/P: (973) 622-4444 Fax: (973) 624-7070 |
| Think Tek | Steven Z. Jurista, Esq. Wasserman, Jurista & Stolz 225 Millburn Avenue Box 1029 Millburn, New Jersey 07041 T/P: (973) 467-2700 Fax: (973) 467-8126 |
| Wing Hung Printing Co. | Jonas J. Gruenberg, Esq. Coolidge Wall Womsley & Lomard 33 West First Street, Suite 600 Dayton, OH 45402-1289 T/P: (937) 223-8177 Fax: (937) 223-6705 |
| Sears Roebuck and Co. | Richard M. Meth, Esq. Herrick Feinstein, LLP Two Penn Plaza Newark, NJ 07105 T/P: (973) 274-2000 Fax: (973) 274-2500 |

| | |
|--|--|
| William E. Pelton, Esq. Cooper & Dunham, LLP 1185 Avenue of the Americas New York, NY 10036 T/P: (212) 278-0400 Fax: (212) 391-0525 | |
|--|--|

FORM B10 (Official Form 10) (4/98)

| | | | | | |
|---|--|---|------------|---|--|
| UNITED STATES BANKRUPTCY COURT | | DISTRICT OF | New Jersey | PROOF OF CLAIM | |
| Name of Debtor Telebrands Corp. | | Case Number 00-39548 | | <div style="border: 2px solid black; padding: 10px; width: fit-content; margin: auto;"> <p style="font-size: 24px; font-weight: bold; margin: 0;">FILED</p> <p style="margin: 0;">JAMES J. WALDRON, CLERK</p> <p style="margin: 0;">NOV 29 2000</p> <p style="margin: 0;">U.S. BANKRUPTCY COURT</p> <p style="margin: 0;">NEWARK, N.J.</p> <p style="margin: 0;">BY DEPUTY</p> </div> <p style="font-size: 8px; margin-top: 5px;">THIS SPACE IS FOR COURT USE ONLY</p> | |
| <small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "limited" fee payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</small> Name of Creditor (The person or other entity to whom the debtor owes money or property) Performance Team Freight Systems, Inc. | | <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court. | | | |
| Name and address where notices should be sent: Fischer Porter Caliguire & Thomas, P.C. 140 Sylvan Avenue, Suite 130 Englewood Cliffs, New Jersey 07632 | | Telephone number: (201) 569-5959 | | | |
| Account or other number by which creditor identifies debtor: S17047 | | Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim dated: _____ | | | |
| 1. Basis for Claim: <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other: <u>Warehouse services provided</u> </div> <div style="width: 45%;"> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ (date) to _____ (date) </div> </div> | | | | | |
| 2. Date debt was incurred: <u>4/14/00 to date and continuing</u> | | 3. If court judgment, date obtained: _____ | | | |
| 4. Total Amount of Claim at Time Case Filed: <u>\$ 1,765,913.74</u> <small>If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.</small> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges. | | | | | |
| 5. Secured Claim. <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other: <u>Warehoused goods</u> Value of Collateral: <u>\$ 1,000,000.00</u> Amount of arrearage and other charges at time case filed included in secured claim above, if any: <u>\$ 1,765,913.74</u> | | 6. Unsecured Priority Claim. <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority: <u>\$ 382,632.90</u> Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or compensation (not in § 503(c)(2)) earned within 90 days before filing of the bankruptcy petition or termination of the debtor's business (whichever is earlier) - 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$1,900 of deposits withdrawn, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(5) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input checked="" type="checkbox"/> Other - Specify applied to paragraph of 11 U.S.C. § 507(a): <u>1</u> <small>*Amounts are subject to adjustment on 4/1/01 and every 2 years thereafter with respect to cases commenced on or after the date of adjustment.</small> | | | |
| 7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. | | THIS SPACE IS FOR COURT USE ONLY | | | |
| 8. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. | | | | | |
| 9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. | | | | | |
| Date: <u>Nov 28, 2000</u> | | Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>Michael Kaplan CEO</u> | | | |
| Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571. | | | | | |



PERFORMANCE TEAM FREIGHT SYSTEMS, INC.

11204 Norwalk Boulevard ▲ Santa Fe Springs, California 90670 ▲ (562) 345-2200 ▲ Fax (562) 946-0890

February 15, 1999

Mr. Gary Coffey
Telebrands
81 Two Bridges Road
Fairfield, NJ 07004

Dear Gary:

This letter is an update to January 6, 1999 letter regarding rates.

This will serve as a memorandum of understanding between Performance Team and Telebrands.

First, I would like to say that we are eager to provide Telebrands with the highest level of service available. We appreciate the opportunity to be a part of the Telebrands Network. The following memo is broken down into two parts:

- A. Rates
- B. General Business Procedures

A. RATES

Distribution

⇒ Processing Charge **\$.45 / Per Cube**

Service Includes:

- 1. De-van/Sort Segregate by Style
- 2. Provide Stripping Tally
- 3. Inventory Control

*2nd Cube Free

Shipping Charges

⇒ Common Carrier **\$.60 / Per Carton**
⇒ UPS **\$.70 / Per Carton (Plus UPS Charges)**
⇒ To Affix Supplied Label **\$.10 Per Label**

*We will discount the processing charge 20% for all transfers from Fairview.

Gary Coffey
Telebrands
Page 2

Storage \$.15 / Per Cubic Feet (30 Days Free)

Return Processing \$ 16.00 / Per Hour (Plus Any Dumping Fees)

Special Projects

Special projects all get a complete time study, at which time we will establish a price. No project will be started until the price is signed off by Gary Coffey.

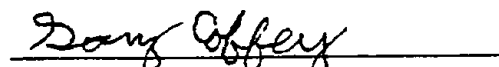
B. General Business Procedures

1. Payment terms are Net 15 days.
2. Credit limit will be established at two weeks average billing.
3. PT will be responsible for LDP cost of shrinkage that is verified and agreed upon by both parties.
4. PT will be responsible for shipping violations that are verified and agreed upon by both parties.
5. Two full inventories will be done at no charge.
6. All Telebrands product information will be held in the strictest of confidence. At no time will PT take business from a direct competitor with out prior approval from Telebrands.

If you should have any questions, please feel free to call.

Sincerely,


Craig Kaplan


Gary Coffey

CC: Nickola Engle
Juan Roman
Owen Schmidt
Joe Moreno

COPY

**NOTICE OF PROCEEDINGS TO ENFORCE
WAREHOUSEMAN'S LIEN**

TO: TELEBrands Corp.
81 Two Bridges Road
Fairfield, NJ 07004

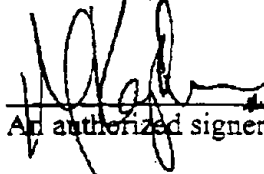
NOTICE IS HEREBY GIVEN that you are in default of payment of the charges and expenses itemized on Exhibit "A" attached hereto for transportation and storage of goods ("Goods") from May 1, 2000 to August 28, 2000, as described on Exhibit "B" attached hereto and located in the undersigned's warehouses at 1620 S. Wilmington, and 2550 Dominguez Hills Drive in Compton, California 90220, and 11204 Norwalk Blvd., and 12825 Cammerita in Santa Fe Springs, California 90670 as of the date hereof.

This notice constitutes a demand for payment of all charges, expenses, and costs listed on Exhibit "A". **PAYMENT MUST BE MADE WITHIN 10 DAYS FROM THE TIME YOU RECEIVE THIS NOTICE, AND UNLESS PAYMENT IS RECEIVED BY THE UNDERSIGNED, THE LISTED GOODS WILL BE ADVERTISED FOR SALE AND SOLD BY AUCTION, PURSUANT TO COMMERCIAL CODE SECTION 7210(2), AT THE WAREHOUSE LOCATED AT 11204 NORWALK BLVD., SANTA FE SPRINGS, CALIFORNIA 90670.**

The amounts now due and payable for the transportation and storage of the Goods for the period May 1, 2000 to and including August 28, 2000, as shown on Exhibit "A" hereto, are \$1,383,280.84.

Dated: August 31, 2000

PERFORMANCE TEAM FREIGHT
SYSTEMS, INC.



An authorized signer

Address for the remittance of payment:
11204 Norwalk Blvd.
Santa Fe Springs, California 90670

EXHIBIT "A" - ITEMIZED CHARGES & EXPENSES

Run Date: 08/28/00

Client: NAME

91/047 TELFORDS Corp

| INVOICE | DATE | AMOUNT | BALANCE |
|-------------------------------------|----------|------------|------------|
| Invoice: 17462 | 05/01/00 | 17,911.90 | 17,911.90 |
| Invoice: 17478 | 05/01/00 | 3,787.20 | 3,787.20 |
| Invoice: 17526 | 05/04/00 | 291.90 | 291.90 |
| Invoice: 17538 | 05/05/00 | 628.10 | 628.10 |
| Invoice: 17591 | 05/08/00 | 21,071.70 | 21,071.70 |
| Invoice: 17569 | 05/08/00 | 199.20 | 199.20 |
| Invoice: 18731 | 07/28/00 | 10,500.00 | 10,500.00 |
| 517047 in 1620 S. WILMINGTON BLVD 7 | | | 54,290.00 |
| Invoice: 18283 | 06/30/00 | 20,591.55 | 20,591.55 |
| Invoice: 18308 | 07/05/00 | 13,392.90 | 13,392.90 |
| Invoice: 18324 | 07/19/00 | 120,110.70 | 120,110.70 |
| Invoice: 18336 | 07/19/00 | 29,630.25 | 29,630.25 |
| Invoice: 18358 | 07/21/00 | 365.40 | 365.40 |
| Invoice: 18565 | 07/21/00 | 111.30 | 111.30 |
| Invoice: 18570 | 07/21/00 | 843.60 | 843.60 |
| Invoice: 18574 | 07/21/00 | 396.20 | 396.20 |
| Invoice: 18599 | 07/24/00 | 979.30 | 979.30 |
| Invoice: 18620 | 07/24/00 | 262.50 | 262.50 |
| Invoice: 18683 | 07/26/00 | 63.00 | 63.00 |
| Invoice: 18700 | 07/27/00 | 1,846.90 | 1,846.90 |
| Invoice: 18749 | 07/28/00 | 684.60 | 684.60 |
| Invoice: 18765 | 07/28/00 | 3,212.60 | 3,212.60 |
| Invoice: 18770 | 07/28/00 | 10,427.20 | 10,427.20 |
| Invoice: 18790 | 08/01/00 | 5,386.50 | 5,386.50 |
| Invoice: 18804 | 08/01/00 | 234.50 | 234.50 |

Run Dates 08/28/00

| CUST | NAME | TERMS | CREDIT | LIMIT | AMOUNT | BALANCE |
|----------|-----------------|----------|-----------|-----------|--------|---------|
| 617047 | TELEBRANDS Corp | | | | | |
| Invoice: | 17498 | 03/01/00 | 7,098.00 | 7,098.00 | | |
| Invoice: | 17547 | 05/08/00 | 5,931.00 | 5,931.00 | | |
| Invoice: | 17548 | 05/08/00 | 6,100.20 | 6,100.20 | | |
| Invoice: | 17549 | 05/08/00 | 25,634.70 | 25,634.70 | | |
| Invoice: | 17550 | 05/08/00 | 19,183.50 | 19,183.50 | | |
| Invoice: | 17562 | 05/08/00 | 33,036.75 | 33,036.75 | | |
| Invoice: | 17565 | 05/08/00 | 40,543.20 | 40,543.20 | | |
| Invoice: | 17566 | 05/08/00 | 63,722.40 | 63,722.40 | | |
| Invoice: | 17567 | 05/08/00 | 9,813.90 | 9,813.90 | | |
| Invoice: | 17594 | 05/09/00 | 37,539.45 | 37,539.45 | | |
| Invoice: | 17623 | 05/12/00 | 23,179.50 | 23,179.50 | | |
| Invoice: | 17635 | 05/15/00 | 1,256.40 | 1,256.40 | | |
| Invoice: | 17663 | 05/17/00 | 9,881.00 | 9,881.00 | | |
| Invoice: | 17666 | 05/17/00 | 6,881.40 | 6,881.40 | | |
| Invoice: | 17669 | 05/17/00 | 2,472.20 | 2,472.20 | | |
| Invoice: | 17670 | 05/17/00 | 3,399.80 | 3,399.80 | | |
| Invoice: | 17690 | 05/18/00 | 2,098.70 | 2,098.70 | | |
| Invoice: | 17701 | 05/18/00 | 1,969.50 | 1,969.50 | | |
| Invoice: | 17704 | 05/18/00 | 3,140.40 | 3,140.40 | | |
| Invoice: | 17706 | 05/18/00 | 4,565.60 | 4,565.60 | | |
| Invoice: | 17862 | 05/30/00 | 1,210.10 | 1,210.10 | | |
| Invoice: | 17867 | 05/31/00 | 1,483.20 | 1,483.20 | | |
| Invoice: | 17876 | 05/31/00 | 847.10 | 847.10 | | |
| Invoice: | 17877 | 05/31/00 | 2,168.55 | 2,168.55 | | |
| Invoice: | 17878 | 05/31/00 | 24,306.10 | 24,306.10 | | |

Run Dates 08/28/00

| CURBT | NAME | TERM | CREDIT LIMIT | AMOUNT | BALANCE |
|----------|--------------------|----------|--------------|------------|------------|
| 517047 | TELECOM ANDU CORP. | | | | |
| Invoice: | 17939 | 06/01/00 | 2,172.20 | 2,172.20 | 2,172.20 |
| Invoice: | 17943 | 06/01/00 | 674.70 | 674.70 | 674.70 |
| Invoice: | 17946 | 06/01/00 | 4,063.20 | 4,063.20 | 4,063.20 |
| Invoice: | 18006 | 06/07/00 | 8,244.90 | 8,244.90 | 8,244.90 |
| Invoice: | 18009 | 06/07/00 | 2,564.10 | 2,564.10 | 2,564.10 |
| Invoice: | 18019 | 06/07/00 | 1,020.40 | 1,020.40 | 1,020.40 |
| Invoice: | 18023 | 06/07/00 | 1,613.10 | 1,613.10 | 1,613.10 |
| Invoice: | 18034 | 06/09/00 | 121,420.50 | 121,420.50 | 121,420.50 |
| Invoice: | 18065 | 06/13/00 | 5,385.85 | 5,385.85 | 5,385.85 |
| Invoice: | 18115 | 06/13/00 | 1,325.10 | 1,325.10 | 1,325.10 |
| Invoice: | 18124 | 06/16/00 | 1,044.90 | 1,044.90 | 1,044.90 |
| Invoice: | 18128 | 06/16/00 | 547.40 | 547.40 | 547.40 |
| Invoice: | 18131 | 06/16/00 | 372.50 | 372.50 | 372.50 |
| Invoice: | 18136 | 06/16/00 | 474.10 | 474.10 | 474.10 |
| Invoice: | 18138 | 06/16/00 | 2,206.30 | 2,206.30 | 2,206.30 |
| Invoice: | 18199 | 06/23/00 | 54,252.10 | 54,252.10 | 54,252.10 |
| Invoice: | 18201 | 06/23/00 | 1,048.00 | 1,048.00 | 1,048.00 |
| Invoice: | 18212 | 06/26/00 | 401.20 | 401.20 | 401.20 |
| Invoice: | 18217 | 06/26/00 | 1,537.70 | 1,537.70 | 1,537.70 |
| Invoice: | 18237 | 06/28/00 | 16,422.18 | 16,422.18 | 16,422.18 |
| Invoice: | 18243 | 06/28/00 | 9,136.30 | 9,136.30 | 9,136.30 |
| Invoice: | 18257 | 06/28/00 | 748.10 | 748.10 | 748.10 |
| Invoice: | 18258 | 06/28/00 | 1,077.90 | 1,077.90 | 1,077.90 |
| Invoice: | 18259 | 06/28/00 | 1,104.80 | 1,104.80 | 1,104.80 |
| Invoice: | 18261 | 06/28/00 | 674.40 | 674.40 | 674.40 |

Run Date: 08/28/00

| UNIT | NAME | TERMS | CREDIT LIMIT | AMOUNT | BALANCE |
|----------|-----------------|----------|--------------|-----------|---------|
| 817047 | TELEBRANDS Corp | | | | |
| Invoice: | 18267 | 06/29/00 | 272.10 | 272.10 | |
| Invoice: | 18280 | 06/30/00 | 861.90 | 861.90 | |
| Invoice: | 18282 | 06/30/00 | 14.76 | 14.76 | |
| Invoice: | 18283 | 06/30/00 | 1,932.00 | 1,932.00 | |
| Invoice: | 18304 | 07/02/00 | 7,357.50 | 7,357.50 | |
| Invoice: | 18446 | 07/13/00 | 1,141.00 | 1,141.00 | |
| Invoice: | 18464 | 07/13/00 | 26.10 | 26.10 | |
| Invoice: | 18487 | 07/18/00 | 1,252.70 | 1,252.70 | |
| Invoice: | 18488 | 07/18/00 | 3,292.80 | 3,292.80 | |
| Invoice: | 18489 | 07/18/00 | 1,890.04 | 1,890.04 | |
| Invoice: | 18490 | 07/18/00 | 695.40 | 695.40 | |
| Invoice: | 18491 | 07/18/00 | 2,311.60 | 2,311.60 | |
| Invoice: | 18522 | 07/19/00 | 63,843.80 | 63,843.80 | |
| Invoice: | 18533 | 07/19/00 | 3,015.10 | 3,015.10 | |
| Invoice: | 18535 | 07/19/00 | 745.20 | 745.20 | |
| Invoice: | 18559 | 07/21/00 | 537.30 | 537.30 | |
| Invoice: | 18566 | 07/21/00 | 555.10 | 555.10 | |
| Invoice: | 18569 | 07/21/00 | 1,334.40 | 1,334.40 | |
| Invoice: | 18571 | 07/21/00 | 905.10 | 905.10 | |
| Invoice: | 18572 | 07/21/00 | 329.70 | 329.70 | |
| Invoice: | 18573 | 07/21/00 | 232.80 | 232.80 | |
| Invoice: | 18588 | 07/22/00 | 37,384.65 | 37,384.65 | |
| Invoice: | 18595 | 07/22/00 | 5,416.20 | 5,416.20 | |
| Invoice: | 18598 | 07/24/00 | 806.90 | 806.90 | |
| Invoice: | 18619 | 07/24/00 | 1,528.80 | 1,528.80 | |

| Run Dates 08/28/00 | | | |
|--------------------|--------------------|------------|--------------|
| CUST | NAME | TERMS | CREDIT LIMIT |
| 517047 | TELEBRANDA Corp | | |
| INVOICE | DATE | AMOUNT | BALANCE |
| 18922 | 08/01/00 | 608.56 | 608.56 |
| 18944 | 08/09/00 | 376.60 | 376.60 |
| 18945 | 08/09/00 | 179,195.25 | 179,195.25 |
| 18946 | 08/09/00 | 640.00 | 640.00 |
| 18962 | 08/10/00 | 1,744.20 | 1,744.20 |
| 18960 | 08/11/00 | 2,104.50 | 2,104.50 |
| 18987 | 08/11/00 | 11.86 | 11.86 |
| 18976 | 08/11/00 | 906.50 | 906.50 |
| 18987 | 08/11/00 | 940.50 | 940.50 |
| 19022 | 08/14/00 | 1,357.30 | 1,357.30 |
| 19041 | 08/15/00 | 677.60 | 677.60 |
| 19051 | 08/16/00 | 1,736.00 | 1,736.00 |
| 19081 | 08/17/00 | 18,570.70 | 18,570.70 |
| 517047 | in 13025 CORRENTIA | 417,418.57 | 417,418.57 |
| 17187 | 04/14/00 | 50,636.90 | 16,632.58 |
| 17410 | 04/29/00 | 4,054.00 | 4,054.00 |
| 17413 | 04/29/00 | 489.60 | 489.60 |
| 17421 | 04/29/00 | 17,914.20 | 17,914.20 |
| 17422 | 04/29/00 | 18,065.30 | 18,065.30 |
| 17423 | 04/29/00 | 5,095.00 | 5,095.00 |
| 17424 | 04/29/00 | 6,551.60 | 6,551.60 |
| 17425 | 04/29/00 | 15,575.30 | 15,575.30 |
| 17433 | 04/29/00 | 6,700.40 | 6,700.40 |
| 17483 | 05/01/00 | 17,123.00 | 17,123.00 |
| 17497 | 05/01/00 | 12,257.90 | 12,257.90 |

Run Dates 08/28/00

| CUST NAME | TERMS | CREDIT LIMIT | AMOUNT | BALANCE |
|------------------------------|-------|--------------|---------------|--------------|
| 517047 TELEbrands Corp | | | | |
| Invoice: | 18680 | 07/26/00 | 844.10 | 823.70 |
| Invoice: | 18698 | 07/27/00 | 2,223.80 | 2,223.80 |
| Invoice: | 18730 | 07/28/00 | 59,500.00 | 59,500.00 |
| Invoice: | 18740 | 07/28/00 | 1,335.90 | 1,335.90 |
| Invoice: | 18751 | 07/28/00 | 2,139.00 | 2,139.00 |
| Invoice: | 18769 | 07/28/00 | 2,265.80 | 2,265.80 |
| Invoice: | 18779 | 07/31/00 | 19,724.10 | 19,724.10 |
| Invoice: | 18791 | 08/01/00 | 724.00 | 724.00 |
| Invoice: | 18811 | 08/01/00 | 249.20 | 249.20 |
| Invoice: | 18812 | 08/01/00 | 9,027.00 | 9,027.00 |
| Invoice: | 18830 | 08/01/00 | 2,432.00 | 2,432.00 |
| Invoice: | 18913 | 08/08/00 | 1,523.90 | 1,523.90 |
| Invoice: | 18915 | 08/08/00 | 368.20 | 368.20 |
| Invoice: | 18925 | 08/09/00 | 34,593.30 | 34,593.30 |
| Invoice: | 18967 | 08/11/00 | 2,059.40 | 2,059.40 |
| Invoice: | 18978 | 08/11/00 | 2,693.70 | 2,693.70 |
| Invoice: | 19019 | 08/14/00 | 1,311.80 | 877.80 |
| Invoice: | 19020 | 08/14/00 | 666.00 | 666.00 |
| Invoice: | 19021 | 08/14/00 | 2,513.60 | 2,513.60 |
| Invoice: | 19040 | 08/15/00 | 3,261.30 | 3,261.30 |
| Invoice: | 19030 | 08/16/00 | 3,300.90 | 3,300.90 |
| Invoice: | 19096 | 08/18/00 | 4,677.50 | 4,677.50 |
| 517047 In > SANTA FE SPRINGS | | | | 894,674.41 |
| 517047 TEL Brands Corp | | | TOTAL \$: | 1,366,382.98 |
| | | | GRAND TOTALS: | 1,366,382.98 |

EXHIBIT "A" - ITEMIZED TRANSPORTATION CHARGES

PAGE 1

TELEPHONE

81 TWO BUTCHERS ROAD
FAIRFIELD, NJ 07004

| OB/31/00 | EX7043 | OB/31/00 | 537043 |
|----------|----------|----------|--------|
| 296025 | 11/23/99 | 1 | 97.50 |
| 297207 | 11/29/99 | 1 | 135.49 |
| 299530 | 12/17/99 | 1 | 85.00 |
| 304125 | 01/25/00 | 1 | 734.51 |
| 310634 | 04/11/00 | 1 | 175.00 |
| 314821 | 04/11/00 | 1 | 20.00 |
| 316927 | 04/12/00 | 1 | 310.55 |
| 318374 | 04/20/00 | 1 | 500.00 |
| 318375 | 04/20/00 | 1 | 500.00 |
| 318378 | 04/20/00 | 1 | 500.00 |
| 318457 | 04/20/00 | 1 | 410.77 |
| 318567 | 04/21/00 | 1 | 500.00 |
| 318889 | 04/24/00 | 1 | 168.30 |
| 318894 | 04/24/00 | 1 | 177.14 |
| 319123 | 04/26/00 | 1 | 500.00 |
| 319376 | 04/26/00 | 1 | 500.00 |
| 319652 | 04/28/00 | 1 | 111.76 |
| 319797 | 04/28/00 | 1 | 500.00 |
| 319799 | 04/28/00 | 1 | 500.00 |
| 320163 | 05/02/00 | 1 | 500.00 |
| 320504 | 05/03/00 | 1 | 532.59 |
| 320542 | 05/03/00 | 1 | 45.00 |
| 320704 | 05/04/00 | 1 | 306.00 |
| 320800 | 05/05/00 | 1 | 376.35 |
| 321068 | 05/06/00 | 1 | 275.55 |
| 321185 | 05/08/00 | 1 | 735.00 |
| 321580 | 05/10/00 | 1 | 800.00 |
| 321697 | 05/11/00 | 1 | 45.00 |
| 323107 | 05/23/00 | 1 | 225.01 |
| 323108 | 05/23/00 | 1 | 225.00 |
| 323111 | 05/23/00 | 1 | 500.00 |
| 323113 | 05/23/00 | 1 | 500.00 |
| 323114 | 05/23/00 | 1 | 500.00 |
| 323459 | 05/24/00 | 1 | 153.00 |
| 324087 | 05/30/00 | 1 | 450.00 |
| 324669 | 06/02/00 | 1 | 106.28 |
| 324784 | 06/02/00 | 1 | 800.00 |
| 296025 | 11/23/99 | 1 | 97.50 |
| 297207 | 11/29/99 | 1 | 135.49 |
| 299530 | 12/17/99 | 1 | 85.00 |
| 304125 | 01/25/00 | 1 | 734.51 |
| 310634 | 04/11/00 | 1 | 175.00 |
| 314821 | 04/11/00 | 1 | 20.00 |
| 316927 | 04/12/00 | 1 | 310.55 |
| 318374 | 04/20/00 | 1 | 500.00 |
| 318375 | 04/20/00 | 1 | 500.00 |
| 318378 | 04/20/00 | 1 | 500.00 |
| 318457 | 04/20/00 | 1 | 410.77 |
| 318567 | 04/21/00 | 1 | 500.00 |
| 318889 | 04/24/00 | 1 | 168.30 |
| 318894 | 04/24/00 | 1 | 177.14 |
| 319123 | 04/26/00 | 1 | 500.00 |
| 319376 | 04/26/00 | 1 | 500.00 |
| 319652 | 04/28/00 | 1 | 111.76 |
| 319797 | 04/28/00 | 1 | 500.00 |
| 319799 | 04/28/00 | 1 | 500.00 |
| 320163 | 05/02/00 | 1 | 500.00 |
| 320504 | 05/03/00 | 1 | 532.59 |
| 320542 | 05/03/00 | 1 | 45.00 |
| 320704 | 05/04/00 | 1 | 306.00 |
| 320800 | 05/05/00 | 1 | 376.35 |
| 321068 | 05/06/00 | 1 | 275.55 |
| 321185 | 05/08/00 | 1 | 735.00 |
| 321580 | 05/10/00 | 1 | 800.00 |
| 321697 | 05/11/00 | 1 | 45.00 |
| 323107 | 05/23/00 | 1 | 225.01 |
| 323108 | 05/23/00 | 1 | 225.00 |
| 323111 | 05/23/00 | 1 | 500.00 |
| 323113 | 05/23/00 | 1 | 500.00 |
| 323114 | 05/23/00 | 1 | 500.00 |
| 323459 | 05/24/00 | 1 | 153.00 |
| 324087 | 05/30/00 | 1 | 450.00 |
| 324669 | 06/02/00 | 1 | 106.28 |
| 324784 | 06/02/00 | 1 | 800.00 |

EXHIBIT B

INVENTORY SUMMARY REPORT
 Customer: 917047 TELEBRANDS CORP
 2550 DOMINIQUEZ HILLS DR, BLDG 4
 Run Date: 08/31/2000
 Run Time: 08:35:51
 SKU Description / Lot UOM Available Damaged Committed Total

| | | | | | | |
|---|------|----------|------|------|--------|----------|
| 1273-4 : 4 PC PK RETAIL MASTER SWING | EA | 0.00 | 0.00 | 0.00 | 8.00 | 8.00 |
| | CTN | 0.00 | 0.00 | 0.00 | 2.00 | 2.00 |
| 1258-6 : 1 6 PC PK SHOE ORGANIZER | EA | 0.00 | 0.00 | 0.00 | 72.00 | 72.00 |
| | CTN | 0.00 | 0.00 | 0.00 | 12.00 | 12.00 |
| 1272-6 : 1 6 PC PK VIBRO TOUCH | EA | 0.00 | 0.00 | 0.00 | 12.00 | 12.00 |
| | CTN | 0.00 | 0.00 | 0.00 | 2.00 | 2.00 |
| MIPS-6 : 1 MAGIC HANDBY CASE 6 | EA | 35.00 | 0.00 | 0.00 | 256.00 | 282.00 |
| | CTN | 6.00 | 0.00 | 0.00 | 41.00 | 47.00 |
| UMPCS-30 : 1 UNION MACHINE 30 PACK | CTN | 0.00 | 0.00 | 0.00 | 12.00 | 12.00 |
| SHMPS-6 : 1 SHELF MASTER CASE 6 | EA | 0.00 | 0.00 | 0.00 | 280.00 | 280.00 |
| | CTN | 0.00 | 0.00 | 0.00 | 46.00 | 46.00 |
| SHMFD-12 : 1 SHELF MASTER FLOOR DISPLAY | EA | 0.00 | 0.00 | 0.00 | 84.00 | 84.00 |
| | CTN | 0.00 | 0.00 | 0.00 | 7.00 | 7.00 |
| 1242-6 : 1 SMART CHOICER CASE 6 | EA | 0.00 | 0.00 | 0.00 | 18.00 | 18.00 |
| | CTN | 0.00 | 0.00 | 0.00 | 3.00 | 3.00 |
| CMCS-6 : 1 STATIC DUSTER CASE 6 | EA | 0.00 | 0.00 | 0.00 | 6.00 | 6.00 |
| | CTN | 0.00 | 0.00 | 0.00 | 1.00 | 1.00 |
| *Total for Customer: 917047 TELEBRANDS CORP | | | | | | |
| Wt | 0 LB | 0 | 0 | 0 | 128 | 134 |
| 1325PCS : 1 EACH FIRST QUARTERS MAP | | | | | | |
| | EA | 1,456.00 | 0.00 | 0.00 | 0.00 | 1,456.00 |

INVENTORY SUMMARY REPORT

Page: 2

Run Date: 08/31/2000

Run Time: 09:35:51

12825 CARMENITA

Customer: 917047 TELCO Brands Corp

SKU Description / Lot INM Available Damaged Committed Total

DAVID GLENZ-100 : 100 PC PK

EA 4,800.00 0.00 0.00 4,800.00
CTN 48.00 0.00 0.00 48.00

PVC TRAY : 100 PCS FOR COIN MOPS

EA 100,000.00 0.00 0.00 100,000.00
CTN 1,000.00 0.00 0.00 1,000.00

1325-12 : 12 PC PK FIRST QUARTERS MAP FD

EA 14,424.00 0.00 0.00 14,424.00
CTN 1,202.00 0.00 0.00 1,202.00

1275-12 : 12 PC PK ONE SWEEP CASE 12

EA 3,420.00 0.00 0.00 3,420.00
CTN 205.00 0.00 0.00 205.00

1257-12 : 27PK METABOLIZE AND SAME

EA 120.00 0.00 0.00 120.00
CTN 10.00 0.00 0.00 10.00

1277-4 MSIR SWING : 4 PC PK NAIL ORDER MASTER SWING

EA 4,468.00 0.00 0.00 4,468.00
CTN 1,117.00 0.00 0.00 1,117.00

1283-4 : 4 PC PK MASTER SWING DELUXE

EA 900.00 0.00 0.00 900.00
CTN 247.00 0.00 0.00 247.00

IMFR : 400 PC PK UNION MACHINE FRY BROSILET

EA 27,200.00 0.00 0.00 27,200.00
CTN 68.00 0.00 0.00 68.00

DAVID GLENZ : 50 PCS PK (VIDEOS)

EA 76,000.00 0.00 0.00 76,000.00
CTN 152.00 0.00 0.00 152.00

1405-6 : 6 PC PK DLX QUARTER MAP CASE

EA 51,750.00 0.00 0.00 51,750.00
CTN 8,625.00 0.00 0.00 8,625.00

1325-6 : 6 PC PK FIRST QUARTERS MAP CYR TRAY

EA 554,906.00 0.00 243,990.00 798,896.00
CTN 259,151.00 0.00 40,665.00 299,816.00

1301-6 : 6 PC PK ONE SWEEP DELUXE

EA 15,684.00 0.00 0.00 15,684.00
CTN 2,614.00 0.00 0.00 2,614.00

1250-6 : 6 PC PK SIMIE ORGANIZER

EA 5,982.00 0.00 150.00 6,132.00
CTN 997.00 0.00 25.00 1,022.00

1272-6 : 6 PC PK VIDRA TOUCH

INVENTORY SUMMARY REPORT

Page 3

Run Date: 08/31/2000

Run Time: 00:35:31

12825 CARMENITA

Customer: 817047 TELEWanda Corp

SKU Description / Lot UHM Available Damaged Committed Total

| | | | | |
|-----|------------|------|----------|------------|
| EA | 107,412.00 | 0.00 | 1,020.00 | 108,432.00 |
| CTN | 17,902.00 | 0.00 | 170.00 | 18,072.00 |

1333-6 1 6 PC PK ZIP WRENCH

| | | | | |
|-----|----------|------|----------|----------|
| EA | 7,710.00 | 0.00 | 2,076.00 | 9,786.00 |
| CTN | 1,285.00 | 0.00 | 346.00 | 1,631.00 |

TRANSFORMER-100 J. ADAPTER

| | | | | |
|----|--------|------|------|--------|
| EA | 759.00 | 0.00 | 0.00 | 759.00 |
|----|--------|------|------|--------|

ANCE-12 J. ADJ. MEDIC. CS 12

| | | | | |
|-----|----------|------|------|----------|
| EA | 4,476.00 | 0.00 | 0.00 | 4,476.00 |
| CTN | 373.00 | 0.00 | 0.00 | 373.00 |

SACCS-6 1 AUDIRON SINGING BIRD CLOCK

| | | | | |
|-----|------|------|----------|----------|
| EA | 0.00 | 0.00 | 1,002.00 | 1,002.00 |
| CTN | 0.00 | 0.00 | 167.00 | 167.00 |

CUPUS : CAN CADDY PLS

| | | | | |
|----|-------|------|------|-------|
| EA | 25.00 | 0.00 | 0.00 | 25.00 |
|----|-------|------|------|-------|

DLTWCS-6 1 D.T.WATCH CS 6

| | | | | |
|-----|--------|------|------|--------|
| EA | 570.00 | 0.00 | 0.00 | 570.00 |
| CTN | 95.00 | 0.00 | 0.00 | 95.00 |

FD16 1 FLIPPER BLADE 16"

| | | | | |
|----|----------|------|------|----------|
| EA | 7,500.00 | 0.00 | 0.00 | 7,500.00 |
|----|----------|------|------|----------|

FB18 1 FLIPPER BLADE 18"

| | | | | |
|----|-----------|------|------|-----------|
| EA | 22,519.00 | 0.00 | 0.00 | 22,519.00 |
|----|-----------|------|------|-----------|

FB20 1 FLIPPER BLADE 20"

| | | | | |
|----|----------|------|------|----------|
| EA | 8,936.00 | 0.00 | 0.00 | 8,936.00 |
|----|----------|------|------|----------|

FB22 1 FLIPPER BLADE 22"

| | | | | |
|----|-----------|------|------|-----------|
| EA | 10,000.00 | 0.00 | 0.00 | 10,000.00 |
|----|-----------|------|------|-----------|

FB24 1 FLIPPER BLADE 24"

| | | | | |
|----|----------|------|------|----------|
| EA | 2,500.00 | 0.00 | 0.00 | 2,500.00 |
|----|----------|------|------|----------|

FD14 1 FLIPPER BLADES 14"

| | | | | |
|----|----------|------|------|----------|
| EA | 2,500.00 | 0.00 | 0.00 | 2,500.00 |
|----|----------|------|------|----------|

1380-6 : FUNNEL CAKE 6 PC PK

| | | | | |
|-----|----------|------|----------|----------|
| EA | 1,182.00 | 0.00 | 5,004.00 | 6,186.00 |
| CTN | 197.00 | 0.00 | 834.00 | 1,031.00 |

1300-24 : FUNNEL CAKE MIX 24 PC

| | | | | |
|-----|----------|------|------|----------|
| EA | 5,784.00 | 0.00 | 0.00 | 5,784.00 |
| CTN | 241.00 | 0.00 | 0.00 | 241.00 |

UMFCS : GREAT AMERICAN STEAKHOUSE

| | | | | |
|----|--------|------|------|--------|
| EA | 400.00 | 0.00 | 0.00 | 400.00 |
|----|--------|------|------|--------|

INVENTORY SUMMARY REPORT

Run Date: 08/31/2000

Run Time: 00:35:51

Pages: 4

12825 CARMENITA

Customer: 517047 TELEBRAND Corp

SKU Description / Lot NUM Available Damaged Committed Total

| | | | | | | |
|-------------|---------------------------------|-----------|------------|--------|--------|------------|
| L17RAMP3 | 1 LIONEL TRAIN RAW PCS | EA | 207.00 | 0.00 | 0.00 | 207.00 |
| L17CB-6 | 1 LIONEL TRAIN WALL CLOCK CS-6 | EA | 0.00 | 0.00 | 900.00 | 900.00 |
| | LTN | 0.00 | 0.00 | 0.00 | 150.00 | 150.00 |
| L17PCA | 1 LIONEL TRAIN WATCH PCS | EA | 798.00 | 0.00 | 0.00 | 798.00 |
| M1C9-6 | 1 MAGIC HANGER CASE 6 | EA | 0.00 | 0.00 | 36.00 | 36.00 |
| | LTN | 0.00 | 0.00 | 0.00 | 6.00 | 6.00 |
| M1M19-30 | 1 MAGIC HANGER MAIL ORDER CS-30 | EA | 870.00 | 0.00 | 0.00 | 870.00 |
| | LTN | 29.00 | 0.00 | 0.00 | 0.00 | 29.00 |
| 1277-6 | 1 MASTER SWING | EA | 2,646.00 | 0.00 | 0.00 | 2,646.00 |
| | LTN | 441.00 | 0.00 | 0.00 | 0.00 | 441.00 |
| 1270-PCS | 1 ONE SWEEP LOOSE PCS | EA | 185.00 | 0.00 | 0.00 | 185.00 |
| D1M1PC3 | 1 ONION MACHINE BATTER MIX PCB | EA | 51.00 | 0.00 | 0.00 | 51.00 |
| SUGAR LOOSE | PCS 1 PCS | EA | 63.00 | 0.00 | 0.00 | 63.00 |
| P1M1C9-6 | 1 PRO RELIEF CS 6 PK | EA | 198.00 | 0.00 | 0.00 | 198.00 |
| | LTN | 33.00 | 0.00 | 0.00 | 0.00 | 33.00 |
| P1M1PC3 | 1 PSORELIEF CREAM PIECES | EA | 3,267.00 | 0.00 | 0.00 | 3,267.00 |
| P1M1PC3 | 1 PSORELIEF LOTION PIECES | EA | 143.00 | 0.00 | 0.00 | 143.00 |
| P1M1PC3 | 1 PSORELIEF PIECES | EA | 12.00 | 0.00 | 0.00 | 12.00 |
| 1773-PCS | 1 RETAIL MASTER SWING PCS | EA | 3,670.00 | 0.00 | 0.00 | 3,670.00 |
| R1M1PC3 | 1 ROTATO DELUXE PCS | EA | 5,158.00 | 0.00 | 0.00 | 5,158.00 |
| R1M1C5-6 | 1 ROTATO RETAIL W/ROTATO | EA | 166,290.00 | 0.00 | 600.00 | 166,890.00 |
| | LTN | 27,715.00 | 0.00 | 100.00 | 0.00 | 27,815.00 |

INVENTORY SUMMARY REPORT

Run Date: 08/31/2000
Run Time: 08:35:51

Customer: 517047 TELEDRAIDS Corp

12825 CARMENITA

SKU Description / Lot UIM Available Damaged Committed Total

ROPES : ROTATO RETAIL W/ROTATO EA 366.00 0.00 150.00 516.00

SHMS-6 : SHELF MASTER CASE 6 EA 81,042.00 0.00 15,972.00 94,114.00
CTN 13,507.00 0.00 2,512.00 16,019.00

HMPDS : SHELF MASTER PIECES EA 6.00 0.00 0.00 6.00

SHMS-6 : SHELF MASTER SET OF 4 EA 432.00 0.00 0.00 432.00
CTN 72.00 0.00 0.00 72.00

125PCS : SHOE ORGANIZER LIDBE PCS EA 30.00 0.00 0.00 30.00

1243-6 : SWIRLER CS 6 EA 40,920.00 0.00 900.00 41,820.00
CTN 6,820.00 0.00 150.00 6,970.00

1242-6 : SMART CHOPPER CASE 6 EA 3,864.00 0.00 96.00 3,960.00
CTN 644.00 0.00 16.00 660.00

SCPCS : SMART CHOPPER PTFCS EA 11.00 0.00 0.00 11.00

STKMOCS-6 : STAINKILLS EA 1,224.00 0.00 0.00 1,224.00
CTN 204.00 0.00 0.00 204.00

SC : STAIN FINISHER PK 12 EA 8,736.00 0.00 0.00 8,736.00
CTN 728.00 0.00 0.00 728.00

SDCS-12 : STATIC DUSTER CASE 12 EA 4,884.00 0.00 576.00 5,460.00
CTN 407.00 0.00 96.00 453.00

SDCS-6 : STATIC DUSTER CASE 6 EA 78.00 0.00 6.00 84.00
CTN 13.00 0.00 1.00 14.00

SDPD-18 : STATIC DUSTER FLOOR DISPLAY EA 216.00 0.00 0.00 216.00
CTN 12.00 0.00 0.00 12.00

SDPCS : STATIC DUSTER ROW PCS EA 16.00 0.00 0.00 16.00

1332-54 : TAP LIGHT 9/6 PC INNER PKCS-MD EA 7,461.00 0.00 0.00 7,461.00

Case 00-39548-NLW

Doc 216

Filed 12/28/00

Entered 01/04/01 16:56:00

Desc

Objection Page 27 of 40

Customer: S17047 TELEBRANDS Corp
 12025 CARMENITA
 Run Date: 08/31/2000
 Run Time: 00:33:51

| SKU | Description / Lot | UOM | Available | Damaged | Committed | Total |
|--|-------------------|-----|-----------|---------|-----------|---------|
| CTN | | | 829.00 | 0.00 | 0.00 | 829.00 |
| EA | | | 51.00 | 0.00 | 0.00 | 51.00 |
| EA | | | 202.00 | 0.00 | 0.00 | 202.00 |
| EA | | | 272.00 | 0.00 | 0.00 | 272.00 |
| Total for Customer: S17047 TELEBRANDS Corp | | | | | | |
| Wt | 0 LB Ct | | 418.164 | 0 | 45.340 | 463.504 |

TCMPCS : TARGET COUNTER MATCH DISPLAY PCS

TROLLEYS : TROLLEY EA

VEPCS : VEGATE CHIPPER PCS

Total for Customer: S17047 TELEBRANDS Corp

Wt 0 LB Ct

418.164

0

45.340

463.504

1325PCS : 1 EACH FIRST DIVERS MNP

EA

152.00

0.00

1.00

153.00

INVENTORY SUMMARY REPORT
 Customer: B17047 TELEBRANDS Corp
 Run Date: 08/31/2000
 Run Time: 08:35:51
 Available Damaged Committed Total

| SKU | Description / Lot | 100 | Available | Damaged | Committed | Total |
|-----------------|----------------------------------|--------|-----------|---------|-----------|-----------|
| 1283 | PCS 1 1 PC | EA | 2.00 | 0.00 | 0.00 | 2.00 |
| DAVID BLENZ-100 | 1 100 PC PK | EA | 200.00 | 0.00 | 0.00 | 200.00 |
| | CTN | 2.00 | 0.00 | 0.00 | 0.00 | 2.00 |
| 1333-12 | 1 12 PC FLUID DISPLAY | EA | 4,608.00 | 0.00 | 0.00 | 4,608.00 |
| | CTN | 384.00 | 0.00 | 0.00 | 0.00 | 384.00 |
| 1325-12 | 1 12 PC PK FIRST QUARTERS MAP FD | EA | 0.00 | 0.00 | 5,172.00 | 5,172.00 |
| | CTN | 0.00 | 0.00 | 0.00 | 431.00 | 431.00 |
| 1275-12 | 1 12 PC PK ONE SWEEP CASE 12 | EA | 2,052.00 | 0.00 | 0.00 | 2,052.00 |
| | CTN | 171.00 | 0.00 | 0.00 | 0.00 | 171.00 |
| 1325-24 | 1 24 PC PK | EA | 0.00 | 0.00 | 840.00 | 840.00 |
| | CTN | 0.00 | 0.00 | 0.00 | 35.00 | 35.00 |
| 1297-12 | 1 29PK METABOLITE AND GAVE | EA | 228.00 | 0.00 | 0.00 | 228.00 |
| | CTN | 12.00 | 0.00 | 0.00 | 0.00 | 12.00 |
| SWISSAR | 1 300 EA | EA | 21,900.00 | 0.00 | 0.00 | 21,900.00 |
| | CTN | 73.00 | 0.00 | 0.00 | 0.00 | 73.00 |
| 1277-4 | 4 PC PK MAIL ORDER MASTER SWING | EA | 844.00 | 0.00 | 0.00 | 844.00 |
| | CTN | 211.00 | 0.00 | 0.00 | 0.00 | 211.00 |
| 1283-4 | 4 PC PK MASTER SWING DELUXE | EA | 1,136.00 | 0.00 | 0.00 | 1,136.00 |
| | CTN | 219.00 | 0.00 | 0.00 | 0.00 | 219.00 |
| 1273-4 | 4 PC PK RETAIL MASTER SWING | EA | 1,632.00 | 0.00 | 0.00 | 1,632.00 |
| | CTN | 408.00 | 0.00 | 0.00 | 0.00 | 408.00 |
| MINI BROOM | 1 48 PC PK MINI DRUM MAIL ORDER | EA | 40.00 | 0.00 | 0.00 | 40.00 |
| | CTN | 1.00 | 0.00 | 0.00 | 0.00 | 1.00 |
| DAVID BLENZ | 1 50 PCS PK (VIDEOS) | EA | 17,000.00 | 0.00 | 0.00 | 17,000.00 |
| | CTN | 34.00 | 0.00 | 0.00 | 0.00 | 34.00 |
| 1283-6 | 1 6 PC PK | EA | 18.00 | 0.00 | 0.00 | 18.00 |

Customer: 517047 TELEBRANDS Corp
SKU Description / Lot UOM Available Damaged Committed Total
INVENTORY SUMMARY REPORT
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| | | | | | | |
|--|-----|------------|------|------------|------------|--|
| 5125-6 1 6 PC PK | CTN | 3.00 | 0.00 | 0.00 | 3.00 | |
| | EA | 6.00 | 0.00 | 0.00 | 6.00 | |
| | CTN | 1.00 | 0.00 | 0.00 | 1.00 | |
| 1405-6 1 6 PC PK DLX QUARTER MAP CASE | EA | 48,936.00 | 0.00 | 0.00 | 48,936.00 | |
| | CTN | 8,156.00 | 0.00 | 0.00 | 8,156.00 | |
| 1325-6 1 6 PC PK FIRST QUARTERS MAP CTR IRAY | EA | 89,346.00 | 0.00 | 211,536.00 | 300,882.00 | |
| | CTN | 14,891.00 | 0.00 | 35,256.00 | 50,147.00 | |
| 1250-6 M/D 1 6 PC PK M/D TWO HETS SIDES AWAY | EA | 696.00 | 0.00 | 0.00 | 696.00 | |
| | CTN | 116.00 | 0.00 | 0.00 | 116.00 | |
| 1270-6 1 6 PC PK ONE SWEEP | EA | 0.00 | 0.00 | 66.00 | 66.00 | |
| | CTN | 0.00 | 0.00 | 11.00 | 11.00 | |
| 1301-6 1 6 PC PK ONE SWEEP DELUXE | EA | 918.00 | 0.00 | 0.00 | 918.00 | |
| | CTN | 153.00 | 0.00 | 0.00 | 153.00 | |
| 1258-6 1 6 PC PK SHOE ORGANIZER | EA | 25,944.00 | 0.00 | 1,524.00 | 27,468.00 | |
| | CTN | 4,324.00 | 0.00 | 254.00 | 4,578.00 | |
| 1272-6 1 6 PC PK VIRRA TOUCH | EA | 112,542.00 | 0.00 | 1,308.00 | 113,850.00 | |
| | CTN | 18,757.00 | 0.00 | 218.00 | 18,975.00 | |
| 1333-6 1 6 PC PK ZIP WRENCH | EA | 186.00 | 0.00 | 12.00 | 198.00 | |
| | CTN | 31.00 | 0.00 | 2.00 | 33.00 | |
| 1411-6 1 6PCS ULTRA DELUXE COIN MAP W/MINI 1 | EA | 67,272.00 | 0.00 | 0.00 | 67,272.00 | |
| | CTN | 11,212.00 | 0.00 | 0.00 | 11,212.00 | |
| ASTRO TURF-70 1 70 PC PK | EA | 5,040.00 | 0.00 | 0.00 | 5,040.00 | |
| | CTN | 72.00 | 0.00 | 0.00 | 72.00 | |
| TRANSFORMER-100 1 ADAPTER | EA | 67,991.00 | 0.00 | 0.00 | 67,991.00 | |
| AMCS-12 1 ANIMATED DS 12 | EA | 384.00 | 0.00 | 0.00 | 384.00 | |
| | CTN | 32.00 | 0.00 | 0.00 | 32.00 | |

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| SKU | Description / Lot | QTY | Available | On Hand | Committed | Total |
|----------|------------------------------|-----------|-----------|---------|-----------|-------|
| SHECH-6 | 1 AUDUBON SINGING BIRD CLOCK | | | | | |
| EA | | 954.00 | 0.00 | 520.00 | 1,474.00 | |
| CTN | | 159.00 | 0.00 | 88.00 | 247.00 | |
| SHECH-1 | 1 AUDUBON SINGING BIRD CLOCK | | | | | |
| EA | | 1.00 | 0.00 | 0.00 | 1.00 | |
| CHES-40 | 1 CAN CADDY 40 PC PK | | | | | |
| EA | | 1,152.00 | 0.00 | 0.00 | 1,152.00 | |
| CTN | | 24.00 | 0.00 | 0.00 | 24.00 | |
| CHES-1 | 1 CAN CADDY PCS | | | | | |
| EA | | 43.00 | 0.00 | 0.00 | 43.00 | |
| 1325 | COLLECTOR 1 COLLECTOR'S MAP | | | | | |
| EA | | 74,256.00 | 0.00 | 0.00 | 74,256.00 | |
| CTN | | 3,094.00 | 0.00 | 0.00 | 3,094.00 | |
| 1405PCS | 1 DELUXE COIN MAP PCS | | | | | |
| EA | | 1.00 | 0.00 | 0.00 | 1.00 | |
| DSHCH-6 | 1 DELUXE SINGING BIRD CLOCK | | | | | |
| EA | | 756.00 | 0.00 | 0.00 | 756.00 | |
| CTN | | 126.00 | 0.00 | 0.00 | 126.00 | |
| DSHCH-1 | 1 DELUXE SINGING BIRD CLOCK | | | | | |
| EA | | 10.00 | 0.00 | 0.00 | 10.00 | |
| DLTWH-50 | 1 DLT. RAW MATERIAL CS-50 | | | | | |
| EA | | 2,200.00 | 0.00 | 0.00 | 2,200.00 | |
| CTN | | 44.00 | 0.00 | 0.00 | 44.00 | |
| DLTWH-6 | 1 DLTWATCH CS 6 | | | | | |
| EA | | 936.00 | 0.00 | 0.00 | 936.00 | |
| CTN | | 156.00 | 0.00 | 0.00 | 156.00 | |
| 1500 PCS | 1 DUST PAN 1000F PCS | | | | | |
| EA | | 3.00 | 0.00 | 0.00 | 3.00 | |
| 1572-PCS | 1 EA VIBRA-TOUCH | | | | | |
| EA | | 135.00 | 0.00 | 2.00 | 137.00 | |
| KEEPS | 1 EAGLE EYES PCG | | | | | |
| EA | | 101.00 | 0.00 | 0.00 | 101.00 | |
| FDD | 1 FEATHER DUSTER BAG | | | | | |
| EA | | 15,000.00 | 0.00 | 0.00 | 15,000.00 | |
| 1325-105 | 1 FIRST QUARTERS MAP PALLET | | | | | |
| PL1 | | 24.00 | 0.00 | 0.00 | 24.00 | |
| FBI5 | 1 FLIPPER BLADE 15" | | | | | |
| EA | | 566.00 | 0.00 | 0.00 | 566.00 | |

Customer: 917047 TELEBRANDS
SANTA FE SPRINGS
SKU Description / Lot UOM Available Damaged Committed Total

| SKU | Description / Lot | UOM | Available | Damaged | Committed | Total |
|---------|-----------------------------|-----|-----------|---------|-----------|----------|
| FB16 | FLIPPER BLADE 16" | EA | 1,189.00 | 0.00 | 0.00 | 1,189.00 |
| FB17 | FLIPPER BLADE 17" | EA | 457.00 | 0.00 | 0.00 | 457.00 |
| FB18 | FLIPPER BLADE 18" | EA | 1,462.00 | 0.00 | 0.00 | 1,462.00 |
| FB19 | FLIPPER BLADE 19" | EA | 1,481.00 | 0.00 | 0.00 | 1,481.00 |
| FB21 | FLIPPER BLADE 21" | EA | 1,081.00 | 0.00 | 0.00 | 1,081.00 |
| FB22 | FLIPPER BLADE 22" | EA | 844.00 | 0.00 | 0.00 | 844.00 |
| FB24 | FLIPPER BLADE 24" | EA | 982.00 | 0.00 | 0.00 | 982.00 |
| FB14 | FLIPPER BLADES 14" | EA | 357.00 | 0.00 | 0.00 | 357.00 |
| 1300-6 | FUNNEL CASE 6 PC PK | EA | 138.00 | 0.00 | 12.00 | 150.00 |
| | | CTN | 23.00 | 0.00 | 2.00 | 25.00 |
| DMPCS | L-BREAT AMERICAN STEAKHOUSE | EA | 1,602.00 | 0.00 | 0.00 | 1,602.00 |
| GRFR | GUTTER FLUSHER 24 PC PK | EA | 240.00 | 0.00 | 0.00 | 240.00 |
| | | CTN | 10.00 | 0.00 | 0.00 | 10.00 |
| GRFPS | GUTTER FLUSHER PCS | EA | 98.00 | 0.00 | 0.00 | 98.00 |
| KHIPS | KEEP IT HOT CASE 6 | EA | 18.00 | 0.00 | 48.00 | 66.00 |
| | | CTN | 3.00 | 0.00 | 8.00 | 11.00 |
| KHIPS | KEEP IT HOT PCS | EA | 12.00 | 0.00 | 0.00 | 12.00 |
| LTHRAMP | LIONEL TRAIN RAW PCS | EA | 81.00 | 0.00 | 0.00 | 81.00 |
| LTHRPS | LIONEL TRAIN WATCH PCS | EA | 96.00 | 0.00 | 2.00 | 98.00 |
| AMSPCS | LIONEL PCS | EA | 560.00 | 0.00 | 0.00 | 560.00 |

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| | | | | | | | |
|---|--|-----|----------|------|------|--------|----------|
| COLLECTOR'S HP-PCS 1 LOOSE PCS | | EA | 3.00 | 0.00 | 0.00 | 0.00 | 3.00 |
| HPCS 1 LOOSE PCS | | EA | 10.00 | 0.00 | 0.00 | 0.00 | 10.00 |
| LTWIR-4 : LTW RAW MATERIAL 25 PK | | CTN | 0.83 | 0.00 | 0.00 | 0.00 | 0.83 |
| | | EA | 125.00 | 0.00 | 0.00 | 0.00 | 125.00 |
| | | CTN | 5.00 | 0.00 | 0.00 | 0.00 | 5.00 |
| LTWIR-1 : LTW RAW MATERIAL 50 PK | | EA | 2,800.00 | 0.00 | 0.00 | 0.00 | 2,800.00 |
| | | CTN | 56.00 | 0.00 | 0.00 | 0.00 | 56.00 |
| 1294-6 : MAG SEAT CASE 6 WITH BRANJELET | | EA | 148.00 | 0.00 | 0.00 | 0.00 | 148.00 |
| | | CTN | 28.00 | 0.00 | 0.00 | 0.00 | 28.00 |
| 1294PCS : MAG SEAT LOOSE PCS | | EA | 2.00 | 0.00 | 0.00 | 0.00 | 2.00 |
| MICS-6 : MAGIC HANGER CASE 6 | | EA | 66.00 | 0.00 | 0.00 | 234.00 | 300.00 |
| | | CTN | 11.00 | 0.00 | 0.00 | 39.00 | 50.00 |
| MPCS : MAGIC HANGER PIECES | | EA | 8.00 | 0.00 | 0.00 | 0.00 | 8.00 |
| MRETRALY-PCS : MAGIC HANGER WITH TIE PIECES | | EA | 3.00 | 0.00 | 0.00 | 0.00 | 3.00 |
| 1277-6 : MASTER SWING | | EA | 600.00 | 0.00 | 0.00 | 0.00 | 600.00 |
| | | CTN | 100.00 | 0.00 | 0.00 | 0.00 | 100.00 |
| 1277 PCS : MASTER SWING MAIL ORDER PCS | | EA | 4.00 | 0.00 | 0.00 | 0.00 | 4.00 |
| 1257-1B : METANOLIZE AND SAVE | | EA | 18.00 | 0.00 | 0.00 | 0.00 | 18.00 |
| | | CTN | 1.00 | 0.00 | 0.00 | 0.00 | 1.00 |
| MPCS : MINI DUSTERS PCS | | EA | 262.00 | 0.00 | 0.00 | 0.00 | 262.00 |
| 1414PCS : MINI QUARTER MAP 1 PC PK | | EA | 12.00 | 0.00 | 0.00 | 1.00 | 13.00 |
| 1414-12 : MINI QUARTERS MAP 12 PC PK | | EA | 0.00 | 0.00 | 0.00 | 12.00 | 12.00 |
| | | CTN | 0.00 | 0.00 | 0.00 | 1.00 | 1.00 |

Customer: 517047 TELEBRANDA Corp
 INVENTORY SUMMARY REPORT
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| SKU | Description / Lot | UCM | Available | Damaged | Committed | Total |
|---|-------------------|-----|-----------|---------|-----------|-----------|
| ND 1 NAIL DRIVER | | EA | 96.00 | 0.00 | 0.00 | 96.00 |
| 1270-12 1 ONE SWEEP DELUXE FD 12 PC | | EA | 1,632.00 | 0.00 | 0.00 | 1,632.00 |
| | | CTN | 136.00 | 0.00 | 0.00 | 136.00 |
| 1311PCS 1 ONE SWEEP DLX MAIL ORDER PCS | | EA | 1,086.00 | 0.00 | 0.00 | 1,086.00 |
| | | CTN | 181.00 | 0.00 | 0.00 | 181.00 |
| 1384-6 1 ONE SWEEP DUST PAN | | EA | 4,764.00 | 0.00 | 0.00 | 4,764.00 |
| | | CTN | 794.00 | 0.00 | 0.00 | 794.00 |
| 1270-PCS 1 ONE SWEEP LOOSE PCS | | EA | 0.00 | 0.00 | 1.00 | 1.00 |
| DM100-100 1 UNION MACHINE BATTER MIX 100 CTN | | EA | 4,700.00 | 0.00 | 0.00 | 4,700.00 |
| | | CTN | 47.00 | 0.00 | 0.00 | 47.00 |
| DM100PCS 1 UNION MACHINE BATTER MIX PCS | | EA | 40.00 | 0.00 | 0.00 | 40.00 |
| DM100PCS 1 UNION MACHINE FRYING BASKET PIECES | | EA | 300.00 | 0.00 | 0.00 | 300.00 |
| DM100CS-4 1 UNION MACHINE MAIL ORDER 4 PK | | EA | 6.00 | 0.00 | 0.00 | 6.00 |
| | | CTN | 1.00 | 0.00 | 0.00 | 1.00 |
| DM100PCS 1 UNION MACHINE MAIL ORDER PCS | | EA | 2.00 | 0.00 | 0.00 | 2.00 |
| DM100PCS 1 PCS | | EA | 14.00 | 0.00 | 0.00 | 14.00 |
| DM100PCS 1 PCS | | EA | 4.00 | 0.00 | 0.00 | 4.00 |
| DM100R LOOSE PCS 1 PCS | | EA | 43.00 | 0.00 | 0.00 | 43.00 |
| DM100PCS 1 PERALLI PEN PCS | | EA | 1.00 | 0.00 | 0.00 | 1.00 |
| DM100CS-6 1 PGO RELIEF CS 6 PK | | EA | 19,614.00 | 0.00 | 0.00 | 19,614.00 |
| | | CTN | 3,269.00 | 0.00 | 0.00 | 3,269.00 |
| DM100PCS 1 PSINELIF CREAM PIECES | | EA | 33,104.00 | 0.00 | 0.00 | 33,104.00 |

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Customer: S17047 TELEBRANDS Corp

SKU Description / Lot UIN Available Damaged Committed Total

| SKU | Description / Lot | UIN | Available | Damaged | Committed | Total |
|--------|-----------------------|----------|-----------|---------|-----------|----------|
| SHMPCS | 1 SHELF MASTER PIECES | | | | | |
| EA | | 3,264.00 | 0.00 | 0.00 | 84.00 | 3,348.00 |
| CTN | | 272.00 | 0.00 | 0.00 | 7.00 | 279.00 |

| | | | | | | |
|----------|-------------------------|----------|------|------|------|----------|
| SHMPCS-6 | 1 SHELF MASTER SET OF 4 | | | | | |
| EA | | 1,818.00 | 0.00 | 0.00 | 0.00 | 1,818.00 |
| CTN | | 303.00 | 0.00 | 0.00 | 0.00 | 303.00 |

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|---------|-----------------------------|--------|------|------|------|--------|
| 1250PCS | 1 SLIDE ORGANIZER LOOSE PCS | | | | | |
| EA | | 244.00 | 0.00 | 0.00 | 4.00 | 248.00 |

| | | | | | | |
|----------|--------------------|----------|------|------|------|----------|
| 1258-135 | 1 SHES AWAY PALLET | | | | | |
| EA | | 3,510.00 | 0.00 | 0.00 | 0.00 | 3,510.00 |
| PLT | | 26.00 | 0.00 | 0.00 | 0.00 | 26.00 |

| | | | | | | |
|--------|------------------|------|------|------|-------|-------|
| 1243-6 | 1 SHRIMPERS IS 6 | | | | | |
| EA | | 0.00 | 0.00 | 0.00 | 12.00 | 12.00 |
| CTN | | 0.00 | 0.00 | 0.00 | 2.00 | 2.00 |

| | | | | | | |
|----------|-----------------------|------|------|------|------|------|
| 1243 PCS | 1 SHRIMPERS LOOSE PCS | | | | | |
| EA | | 2.00 | 0.00 | 0.00 | 0.00 | 2.00 |

| | | | | | | |
|----------|---------------------------|-------|------|------|------|-------|
| SRCTP-12 | 1 SINGING BIRD CLOCK TRAY | | | | | |
| EA | | 12.00 | 0.00 | 0.00 | 0.00 | 12.00 |
| CTN | | 1.00 | 0.00 | 0.00 | 0.00 | 1.00 |

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|---------|-------------------------|-------|------|------|------|-------|
| SRCS-12 | 1 SMART CHOPPER CASE 12 | | | | | |
| EA | | 24.00 | 0.00 | 0.00 | 0.00 | 24.00 |
| CTN | | 2.00 | 0.00 | 0.00 | 0.00 | 2.00 |

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|--------|------------------------|------|------|------|-------|-------|
| 1247-6 | 1 SMART CHOPPER CASE 6 | | | | | |
| EA | | 0.00 | 0.00 | 0.00 | 66.00 | 66.00 |
| CTN | | 0.00 | 0.00 | 0.00 | 11.00 | 11.00 |

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|----------|---------------------------|------|------|------|------|------|
| 1242-PCS | 1 SMART CHOPPER LOOSE PCS | | | | | |
| EA | | 1.00 | 0.00 | 0.00 | 0.00 | 1.00 |
| CTN | | 0.16 | 0.00 | 0.00 | 0.00 | 0.16 |

| | | | | | | |
|-------|------------------------|------|------|------|------|------|
| SCPLS | 1 SMART CHOPPER PIECES | | | | | |
| EA | | 6.00 | 0.00 | 0.00 | 0.00 | 6.00 |

| | | | | | | |
|----------------|---------------------|--------|------|------|------|--------|
| SPIRAL CUT PCS | 1 SPIRAL CUTTER PCS | | | | | |
| EA | | 233.00 | 0.00 | 0.00 | 0.00 | 233.00 |

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|-----------|-------------|--------|------|------|------|--------|
| STKMHCS-6 | 1 STACKABLE | | | | | |
| EA | | 348.00 | 0.00 | 0.00 | 0.00 | 348.00 |
| CTN | | 58.00 | 0.00 | 0.00 | 0.00 | 58.00 |

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|---------|-----------------------------|-------|------|------|------|-------|
| STKMHCS | 1 STACKABLES MAIL ORDER PCS | | | | | |
| EA | | 12.00 | 0.00 | 0.00 | 0.00 | 12.00 |

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INVENTORY SUMMARY REPORT

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Run Time: 08:35:51

Customer: 517047 TELEBRANDS Corp

| SKU | Description / Lot | QTY | Available | Damaged | Committed | Total |
|--|-------------------|-----------|-----------|----------|-----------|-----------|
| HE : STAIN ENDERS PK 12 | | | | | | |
| EA | | 24.00 | 0.00 | 0.00 | 0.00 | 24.00 |
| CTN | | 2.00 | 0.00 | 0.00 | 0.00 | 2.00 |
| SDCS-12 : STATIC DUSTER CASE 12 | | | | | | |
| EA | | 0.00 | 0.00 | 2,028.00 | 0.00 | 2,028.00 |
| CTN | | 0.00 | 0.00 | 169.00 | 0.00 | 169.00 |
| SDCS-6 : STATIC DUSTER CASE 6 | | | | | | |
| EA | | 0.00 | 0.00 | 558.00 | 0.00 | 558.00 |
| CTN | | 0.00 | 0.00 | 93.00 | 0.00 | 93.00 |
| SDPD-10 : STATIC DUSTER FLOOR DISPLAY | | | | | | |
| EA | | 36.00 | 0.00 | 0.00 | 0.00 | 36.00 |
| CTN | | 2.00 | 0.00 | 0.00 | 0.00 | 2.00 |
| SORP-40 : STATIC DUSTER RAW MATERIAL | | | | | | |
| EA | | 800.00 | 0.00 | 0.00 | 0.00 | 800.00 |
| CTN | | 20.00 | 0.00 | 0.00 | 0.00 | 20.00 |
| SORP-40 : STATIC DUSTER RAW MATERIAL | | | | | | |
| EA | | 20,016.00 | 0.00 | 0.00 | 0.00 | 20,016.00 |
| CTN | | 417.00 | 0.00 | 0.00 | 0.00 | 417.00 |
| SUMPS : STATIC DUSTER RAW P/S | | | | | | |
| EA | | 37.00 | 0.00 | 0.00 | 0.00 | 37.00 |
| SDPD-12 : STATIC DUSTER FLOOR DISPLAY | | | | | | |
| EA | | 936.00 | 0.00 | 0.00 | 0.00 | 936.00 |
| CTN | | 78.00 | 0.00 | 0.00 | 0.00 | 78.00 |
| RSCB-6 : SUPER SLICER CASE 6 | | | | | | |
| EA | | 276.00 | 0.00 | 0.00 | 0.00 | 276.00 |
| CTN | | 46.00 | 0.00 | 0.00 | 0.00 | 46.00 |
| L332-6 : TAP LIGHT-6 FC PK MO | | | | | | |
| EA | | 30.00 | 0.00 | 0.00 | 0.00 | 30.00 |
| CTN | | 5.00 | 0.00 | 0.00 | 0.00 | 5.00 |
| TPIDPS : TOTAL PERFECT INTERN DELUXE P/S | | | | | | |
| EA | | 3.00 | 0.00 | 0.00 | 0.00 | 3.00 |
| TPPS-6 : TOTAL PERFECTION CASE 6 | | | | | | |
| EA | | 4.00 | 0.00 | 0.00 | 0.00 | 4.00 |
| CTN | | 1.00 | 0.00 | 0.00 | 0.00 | 1.00 |
| TPPD-12 : TOTAL PERFECTION FLOOR DISPLAY | | | | | | |
| EA | | 12.00 | 0.00 | 0.00 | 0.00 | 12.00 |
| CTN | | 1.00 | 0.00 | 0.00 | 0.00 | 1.00 |
| TPIDCS-6 : TOTAL PERFECTION INTERNATIONAL DELUXE | | | | | | |
| EA | | 48.00 | 0.00 | 0.00 | 0.00 | 48.00 |
| CTN | | 8.00 | 0.00 | 0.00 | 0.00 | 8.00 |

INVENTORY SUMMARY REPORT

BANTA FE SPRINGS

Customer: 517047 TELEBRANDS Corp

SKU Description / Lot UOM Available Damaged Committed Total

TROPHYPS : TROLLEY EA 2.00 0.00 0.00 2.00

VACS-6 : VATICAN PUZZLE CASE 6 EA 12.00 0.00 0.00 12.00
CTN 2.00 0.00 0.00 2.00VC-1 : VEGGIE CHOPPER 72 PC PK EA 20,080.00 0.00 0.00 20,080.00
CTN 279.00 0.00 0.00 279.00VC-216 : VEGGIE CHOPPER CS-216 EA 1,000.00 0.00 0.00 1,000.00
CTN 5.00 0.00 0.00 5.00VC-76 : VEGGIE CHOPPER CS-76 PCS 1,440.00 0.00 0.00 1,440.00
CTN 15.00 0.00 0.00 15.00

VCPUS : VEGGIE CHOPPER PCS EA 770.00 0.00 0.00 770.00

DAVID ULLENZ PCS : VINED LOUSE PCS EA 4.00 0.00 0.00 4.00

WACS-6 : WATERSWEET CASE 6 EA 174.00 0.00 0.00 174.00
CTN 29.00 0.00 0.00 29.001335-12 (M.O.) : ZIP WRENCH (M.O.) EA 1,140.00 0.00 0.00 1,140.00
CTN 95.00 0.00 0.00 95.00*Total for Customer: 517047 TELEBRANDS Corp
Wt 0.15 Ct 0.00 231,156 0 36,686 267,842

UNIT TOTALS:

CTN 416,690.99 81,992.00 498,682.99
EA 3,110,961.00 496,642.00 3,607,603.00
PLT 50.00 50.00
PCS 1,440.00 1,440.00

**** End of Report ****

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|---|---|--|------------|------|-----------|------------|
| DATE 11/14/00 | B/L NO | VIA CW | | | | |
| CONSIGNEE | | BILL TO TELEBRANDS CORP. 81 TWO BRIDGES ROAD FAIRFIELD, NJ 07004 | | | | |
| SHIPPER TELEBRANDS CORP C/O PERFORMANCE TEAM 11204 NORWALK BLVD SANTE FE SPRINGS, CA 90670 | | INTERSTATE COMMERCE COMMISSION REGULATIONS REQUIRE ALL CHARGES TO BE PAID WITHIN 7 DAYS NO CLAIMS PAID ON CONCEALED DAMAGES ALL CLAIMS MUST BE MADE WITHIN 48 HOURS | | | | |
| NO. PIECES | DESCRIPTION OF ARTICLES & SPECIAL MARKS | | WEIGHT/PCS | RATE | CHARGES | PPD OR CCL |
| | RECURRING STORAGE THRU 9 01 00-9/30/00 SEE ATTACHED SCHEDULE | | | | 191316.45 | |

| DATE 11/14/00 | B/L NO | VIA CW | | | |
|---|---|--|------|-----------|------------|
| CONSIGNEE | | BILL TO TELEBRANDS CORP. 81 TWO BRIDGES ROAD FAIRFIELD, NJ 07004 | | | |
| SHIPPER TELEBRANDS CORP C/O PERFORMANCE TEAM 11204 NORWALK BLVD SANTE FE SPRINGS, CA 90670 | | INTERSTATE COMMERCE COMMISSION REGULATIONS REQUIRE ALL CHARGES TO BE PAID WITHIN 7 DAYS NO CLAIMS PAID ON CONCEALED DAMAGES ALL CLAIMS MUST BE MADE WITHIN 48 HOURS | | | |
| NO. PIECES | DESCRIPTION OF ARTICLES & SPECIAL MARKS | WEIGHT PCS | RATE | CHARGES | PPG OR COL |
| | RECURRING STORAGE THRU 10/01/00 - 10/31/00 SEE ATTACHED SCHEDULE | | | 191316.45 | |

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|---|---|---|-------------|------|-----------|---------------|
| DATE 11/14/00 | B/L NO | VIA CW | | | | |
| CONSIGNEE | | BILL TO TELEBRANDS CORP. 81 TWO BRIDGES ROAD FAIRFIELD, NJ 07004 | | | | |
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| NO. PIECES | DESCRIPTION OF ARTICLES & SPECIAL MARKS | | WEIGHT: PCS | RATE | CHARGES | PPD OR CCL |
| | RECURRING STORAGE THRU 11.01.00 - 11.30.00 SEE ATTACHED SCHEDULE | | | | 191316.45 | |